

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	: 09-50026 (REG)
	: (Jointly Administered)
GENERAL MOTORS CORP., <i>et al.</i> ,	:
	: AFFIDAVIT OF
Debtors.	: JAMES S. FITZGERALD
	: IN SUPPORT OF
	: JOINT MOTION TO
	: <u>WITHDRAW AS COUNSEL</u>
	:
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Pursuant to 28 U.S.C. § 1746, I, JAMES S. FITZGERALD, declare as follows:

1. I am a member of the firm Livengood, Fitzgerald & Alskog, PLLC ("Livengood"). I make this affidavit in support of the motion of Hoguet Newman Regal & Kenney, LLP ("Hoguet") and Livengood, pursuant to Rule 2090-1 of the Local Bankruptcy Rules of the Southern District of New York, to withdraw as attorneys of record for Everett Chevrolet, Inc. ("Everett"), in this matter.

2. The Hoguet and Livengood firms were engaged by Everett in order to assist Everett with its attempts to obtain reinstatement as a dealer by New GM. In connection therewith, we objected to the Debtor's (also referred to as "GM") Motion Pursuant to 11 U.S.C. §§ 105 and 365 to Reject the Executory Contract with Chevrolet dealer Everett Chevrolet originally filed July 6, 2009 ("Rejection Motion").

3. On August 3, 2009, this Court declined to grant the Rejection Motion as to Everett Chevrolet and allowed it the opportunity to take discovery to support its claim that rejection was based on bad faith, whim or caprice that violated the business judgment rule.

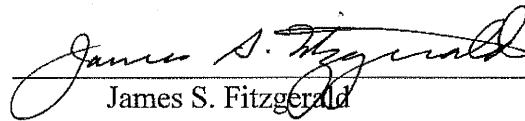
4. At present, the Livengood firm is owed over \$75,000 in connection with its work on this matter and has not received a payment for its services other than payment of a retainer in August of 2009, which was the only payment received by the Livengood firm.

5. Similarly, the Hoguet firm is owed over \$25,000 in connection with this matter.

6. We regretfully conclude that we have no choice but to terminate our representation of Everett and seek the Court's leave to withdraw.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

SIGNED IN KIRKLAND, WASHINGTON this 23rd day of August, 2010.


James S. Fitzgerald